

LEVIN & CHETKOF, LLP
Michael G. Levin, Esq. (ML – 5441)
265 Post Avenue – Suite 290
Westbury, New York 11590
(516) 338-2888

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

=====X

C. A. No.: 07 7952 (DLC)

AARON BONDAROFF,

Plaintiffs,

- against -

ANYTHING CORP. and KIERNEN COSTELLO,

Defendants.

**AFFIDAVIT IN
COMPLIANCE OF RULE 1.4**

=====X

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

KIERNEN COSTELLO, duly sworn, deposes and says:

1. I am one of the defendants in the above-captioned action and I submit this affidavit in compliance with Federal Local Rule 1.4 concerning the displacement of my former counsel.

2. After due deliberation, I have made the decision to change counsel from Clifton, Budd & DeMaria, LLP, 420 Lexington Avenue, New York, New York, to Levin & Chetkof, LLP, 265 Post Avenue – Suite 290, Westbury, New York 11590.

3. In connection with the substitution, my new counsel, former counsel and I have executed a formal Consent to Change Attorney, a copy of which is annexed hereto.

4. The above-captioned action is in the initial stages of discovery and depositions

have not yet taken place. There is no impending trial date. I do not believe that the change of counsel at this stage will prove an impediment to the prosecution/defense of this matter.

5. The decision to switch counsel was based on various factors that I do not believe should be placed in an affidavit filed in open court. Generally, counsel and I had a differing of opinions as to how to proceed. Should the Court demand, I will, in confidence, provide further explanation.


KIERNEN COSTELLO

Sworn to before me this _____
Day of May 2008


Notary Public

GLCOSTELLO\GL 18096\LEGAL\RULE 1.4 AFF

FADI KARNABY
NOTARY PUBLIC STATE OF NEW YORK
NO. 0KA6080837
QUALIFIED IN KINGS COUNTY
COMMISSION EXPIRES SEP 23/2010

5/13/2008